

**QUEENS PLAZA HOLDINGS, LLC
(a Delaware limited liability company)**

CERTIFICATE OF RESOLUTIONS

The undersigned, being all of the Managing Members and Members of Queens Plaza Holdings LLC, a limited liability company of the State of Delaware (the “Company”), do hereby certify that at a duly called and held special meeting of all of the Managing Members and Members of the Company held on the 4 day of May 2010, the following Resolutions were proposed and unanimously adopted by all of the Managing Members and Members of the Company, and that these resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

WHEREAS, the Company is the sole member of Queens Plaza Development, LLC, a Delaware limited liability company (“Development”); and

WHEREAS, Development is indebted to U.S. Bank National Association (including its successors and/or assigns, “Lender”); it is

RESOLVED, that Queens Plaza Group LLC (“Plaza”), a Managing Member of the Company, is hereby authorized, directed and empowered, in the name and on behalf of the Company, as sole member of Development, to execute and file, on behalf of Development, a petition (“Petition”) pursuant to Chapter 11 of Title 11 of the United States Code (“Chapter 11”), and all schedules, lists and other papers or documents, and to take all steps necessary or related thereto including retaining counsel and other professionals; provided, however, that it shall be a condition precedent to the filing of the Petition that Development first enter into a pre-package bankruptcy agreement with Lender (“Agreement”) pursuant to which Lender consents to the filing of the Petition by Development; Plaza is authorized to negotiate on behalf of the Company and to enter into the Agreement.

In certification hereof, I do set my hand and seal this 4 day of May, 2010.

MEMBERS:

29-37 II, LLC, a Managing Member

By: _____
Moshe Feller
Managing Member

QUEENS PLAZA GROUP, LLC, a Managing Member

By: FME QUEENS PLAZA 1, LLC, a Managing Member

By: _____
Ed Somekh
Managing Member

By: YAC LLC, a Managing Member

By: _____
Yoram Shemesh
Managing Member

308764

In certification hereof, I do set my hand and seal this ____ day of May, 2010.

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